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FILED

in the office of the Secretary of State
of the State of California

**STATEMENT AND DESIGNATION
BY FOREIGN CORPORATION**

MAR 27 2003

EVIN SHELLEY, Secretary of State

Warner Bros. Pictures Inc.

(Name of Corporation)

_____, a corporation organized and existing under the
laws of Delaware, makes the following statements and designation:
(State or Place of Incorporation)

1. The address of its principal executive office is c/o Julie Spencer
4000 Warner Blvd, Burbank, CA 91522
2. The address of its principal office in the State of California is c/o Julie Spencer
4000 Warner Blvd, Burbank, CA 91522

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA

(Complete either Item 3 or Item 4.)

3. (Use this paragraph if the process agent is a natural person.)

_____, a natural person residing in the State of
California, whose complete address is _____

_____, is designated as agent upon whom process directed to
this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process agent is a corporation.)

CT Corporation System, a corporation organized and existing
under the laws of Delaware, is designated as agent upon whom process directed
to this corporation may be served within the State of California, in the manner provided by law.

**NOTE: Corporate agents must have complied with California Corporations Code Section 1505
prior to designation.**

5. It irrevocably consents to service of process directed to it upon the agent designated above, and to service
of process on the Secretary of State of the State of California if the agent so designated or the agent's
successor is no longer authorized to act or cannot be found at the address given.

Julie F. Spencer
(Signature of Corporate Officer)

Julie F. Spencer, Asst Secretary
(Typed Name and Title of Officer Signing)

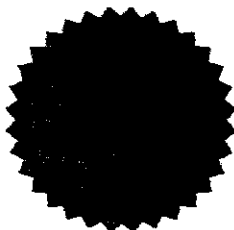
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WARNER BROS. PICTURES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2284841

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DATE: 03-03-03